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MARCH 06, 2003

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3300 HILLVIEW AVE.
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UNITED STATES PATENT AND TRADEMARK OFFICE
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PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 10/31/2002

REEL/FRAME: 013457/0863
NUMBER OF PAGES: 2

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

USTINOV, ALEXEY V.

DOC DATE: 06/17/2002

ASSIGNEE:

D-WAVE SYSTEMS, INC. ✓
320-1985 WEST BROADWAY
VANCOUVER, BRITISH COLUMBIA,
CANADA
V6J 4Y3

SERIAL NUMBER: 10117696
PATENT NUMBER:

FILING DATE: 04/04/2002
ISSUE DATE:

SHARON BROOKS, EXAMINER
ASSIGNMENT DIVISION
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11-08-2002

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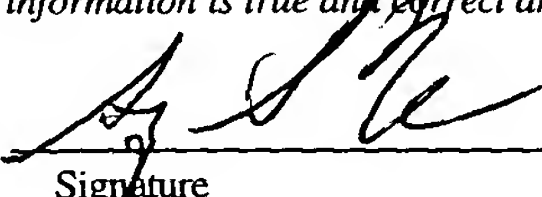
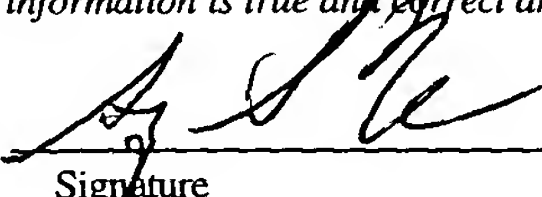
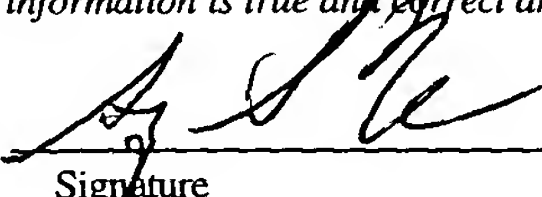


102276654

Attorney Docket Number
11090-0378-999TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
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10-31-02

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Alexey V. Ustinov Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): Name: <u>D-WAVE SYSTEMS, INC.</u> Address: <u>320-1985 West Broadway</u> <u>Vancouver, British Columbia</u> <u>Canada V6J 4Y3</u> Country (if other than USA): <u>Canada</u>									
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>June 17, 2002</u>											
4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) <u>10/117,696</u> B. Patent No.(s) _____ _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No											
5. Name and address of party to whom correspondence concerning document should be mailed: PENNIE & EDMONDS LLP 3300 Hillview Avenue Palo Alto, CA. 94304		6. Number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41):\$ <u>40.00</u> Please charge to the deposit account listed in Section 8. 8. Deposit account number: <u>16-1150</u>									
DO NOT USE THIS SPACE											
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> <table border="0" style="width: 100%;"><tr><td style="width: 30%;"><u>Gary S. Williams</u></td><td style="width: 15%;"><u>31,066</u></td><td style="width: 30%;"></td><td style="width: 25%;"><u>October 31, 2002</u></td></tr><tr><td>Name of Person Signing</td><td>Reg. No.</td><td>Signature</td><td>Date</td></tr></table> <div style="text-align: right;">Total number of pages including cover sheet: 2</div>				<u>Gary S. Williams</u>	<u>31,066</u>		<u>October 31, 2002</u>	Name of Person Signing	Reg. No.	Signature	Date
<u>Gary S. Williams</u>	<u>31,066</u>		<u>October 31, 2002</u>								
Name of Person Signing	Reg. No.	Signature	Date								

Mail documents to be recorded with required cover sheet information to:
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Attorney Docket No.: M-11584 US

ASSIGNMENT

For good and valuable consideration, receipt of which is hereby acknowledged, we,

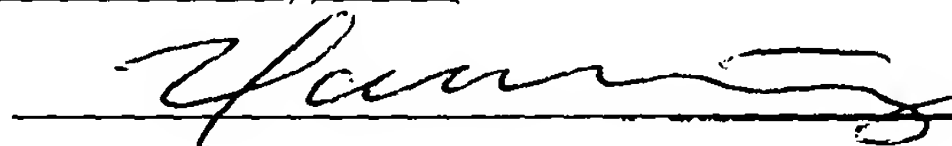
Alexey V. Ustinov of Effeltrich, Germany

hereby sell, assign and transfer to D-Wave Systems, Inc., a Canadian corporation, having a place of business at 1985 West Broadway, Suite 320, Vancouver, British Columbia, V6J 4Y3, Canada, its successors and assigns, the entire right, title and interest throughout the world in our invention in:

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for which we have executed a United States patent application on or about the date of this assignment, and all patent applications and patents of every country for said invention, including divisions, reissues, continuations and extensions thereof, and all rights of priority resulting from the filing of said applications; we authorize the above-named assignee to apply for patents of foreign countries for said invention, and to claim all rights of priority without further authorization from us; we agree to execute all papers useful in connection with said United States and foreign applications, and generally to do everything possible to aid said assignee, their successors, assigns and nominees, at their request and expense, in obtaining and enforcing patents for said invention in all countries; and we request that the United States Patent and Trademark Office issue all patents granted for said invention to the above-named assignee, its successors and assigns.

Executed this 17 day of June, 2002



Alexey V. Ustinov

WITNESSED:

Signature

Date

Print name of witness

DECLARATION FOR PATENT APPLICATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below adjacent to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of subject matter (process, machine, manufacture, or composition of matter, or an improvement thereof) which is claimed and for which a patent is sought by way of the application entitled

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which (check) ☐ is attached hereto.
☐ and is amended by the Preliminary Amendment attached hereto.
☒ was filed on April 4, 2002 as Application Serial No. 10/117,696.
☐ and was amended on (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information, which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, § 119(a)-(d) of any foreign application(s) for patent or inventor's certificate or any PCT international application(s) designating at least one country other than the United States of America listed below and have also identified below any foreign application(s) for patent or inventor's certificate or any PCT international application(s) designating at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application(s) of which priority is claimed:

Prior Foreign Application(s)			Priority Claimed	
Number	Country	Day/Month/Year Filed	Yes	No
N/A			<input type="checkbox"/>	<input type="checkbox"/>

I hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below:

Provisional Application Number	Filing Date
60/283,477	April 11, 2001

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) or PCT international application(s) designating the United States of America listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior application(s) in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose information, which is material to patentability as defined in

Title 37, Code of Federal Regulations, § 1.56, which became available between the filing date of the prior application(s) and the national or PCT international filing date of this application:

Application Serial No.	Filing Date	Status (patented, pending, abandoned)
N/A	N/A	N/A

I hereby appoint the following practitioners to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith:

Customer Number 24251



Please address all correspondence and telephone calls to:

Gary J. Edwards
SKJERVEN MORRILL MacPHERSON LLP
 25 Metro Drive, Suite 700
 San Jose, California 95110-1349

Telephone: 408-453-9200
 Facsimile: 408-453-7979

I declare that all statements made herein of my own knowledge are true, all statements made herein on information and belief are believed to be true, and all statements made herein are made with the knowledge that whoever, in any matter within the jurisdiction of the Patent and Trademark Office, knowingly and willfully falsifies, conceals, or covers up by any trick, scheme, or device a material fact, or makes any false, fictitious or fraudulent statements or representations, or makes or uses any false writing or document knowing the same to contain any false, fictitious or fraudulent statement or entry, shall be subject to the penalties including fine or imprisonment or both as set forth under 18 U.S.C. 1001, and that violations of this paragraph may jeopardize the validity of the application or this document, or the validity or enforceability of any patent, trademark registration, or certificate resulting therefrom.

Full name of sole inventor:		ALEXEY V. USTINOV	
Inventor's Signature:		Date:	June 17, 2002
Residence:	Effeltrich, Germany		
Post Office Address:	Peter-Vischer-Ring 24 91090 Effeltrich Germany	Citizenship:	Russian

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